

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1556, 1923, 2000, 2236

**CERTIFICATION OF COUNSEL REGARDING ASSUMPTION AND ASSIGNMENT
OF NONRESIDENTIAL REAL PROPERTY LEASES**

I, Marla S. Benedek, counsel to Variety Stores, LLC (“Variety”), certify as follows:

1. On January 2, 2025 the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “Sale Order”).²

2. On February 3, 2025, pursuant to paragraph 43 of the Sale Order, the Debtors filed their *Notice of Fifth Post-Closing Designation Notice* with the Court [D.I. 1923] (the “Fifth Designation Notice”), and on February 28, 2025, pursuant to paragraph 43 of the Sale Order, the Debtors filed their *Notice of Fourteenth Post-Closing Designation Notice* with the Court [D.I.

¹ The Debtors in these cases, together with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not otherwise defined in this Certification shall have the meanings provided in the Sale Order.

2117] (the “Fourteenth Designation Notice,” and, together with the Fifth Designation Notice, the “Designation Notices”).

3. Among other things, the Fifth Designation Notice attached a list of 200 of the Debtors’ unexpired leases of nonresidential real property that had been designated for assumption by the Debtors and assignment to Variety, and the Fourteenth Designation Notice attached a list of 22 additional such leases (together, the “Designated Leases”), and identified the landlord associated with each Designated Lease (together, the “Landlords”).

4. The Debtors served the Designation Notices on the Landlords as described in their claims agent’s Affidavits of Service [D.I. 2032 and 2275]. Variety separately served its information regarding adequate assurance of future performance pursuant to section 365(f)(2)(B) of the Bankruptcy Code on the Landlords as described in Variety’s Affidavits of Service [D.I. 2049 and 2279].

5. The Designation Notices attached, as Exhibit C to each, substantially identical forms of *Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-In-Possession to Assume, Assign and Sell Certain Non-Residential Real Property Leases* (the “Proposed Order”). Among other things, the Proposed Order provides for the assumption of the Designated Leases by the Debtors, the assignment of the Designated Leases to Variety, and the fixing of the Cure Costs for the Designated Leases at the amounts set forth on the schedule attached as Exhibit A to the Proposed Order.

6. Among the Designated Leases were the Debtors’ unexpired leases of nonresidential real property located at:

- (i) 389 N. Reading Road, Ephrata, PA (Store No. 5282);
- (ii) 1475 East Andrew Johnson Highway, Greeneville, TN (Store No. 1235);

- (iii) 2342 East Andrew Johnson Highway, Morristown, TN (Store No. 1052);
- (iv) 2715 West Main Street, Waynesboro, VA (Store No. 5339);
- (v) 1641 Church Street, Conway, SC (Store No. 1781); and
- (vi) 421 Columbia Avenue, Lexington, SC (Store. No. 5422).

7. On February 19, 2025, the landlords under the leases for Store Nos. 5282, 1235, 1052, 5339, and 1781 filed an objection [D.I. 2000] (the “Joint Objection”), expressing certain objections regarding the Debtors’ proposed assumption of such leases to Variety.

8. On March 14, 2025, the landlord under the lease for Store No. 5422 filed an objection [D.I. 2117] (the “Lexington Objection” and, with the Joint Objection, the “Objections”) to the assumption and assignment of the lease for Store No. 5422.

9. The Landlord, the Debtors, Variety, and/or Gordon Brothers Retail Partners, LLC (“Gordon Brothers” and, together with Variety and the Debtors, and the landlords who filed the Objections, the “Parties”), through their respective counsel, have engaged in discussions regarding potential resolution of the Objection. Following arm’s-length negotiations, the Parties have agreed to resolve the Objections by revising certain provisions in the Proposed Order. A revised form of order incorporating the Parties’ agreed-upon revisions (the “Revised Proposed Order”) is attached to this Certification as Exhibit “A.” For the Court’s reference, a comparison of the Revised Proposed Order to the original Proposed Order is attached to this Certification as Exhibit “B.”

10. Counsel for each of the Parties has reviewed the Revised Proposed Order, and each Party, though its counsel, agrees to the entry of the Revised Proposed Order. Counsel note also that the Revised Proposed Order reflects revisions to paragraph 7 in accordance with the Court’s comments at the status conference on March 12, 2025, regarding FF&E and any property owned by the Landlords.

11. Accordingly, the Parties respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

COZEN O'CONNOR

Dated: March 31, 2025

/s/ Marla S. Benedek

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